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JAN 30 2006

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

DISTRICT OF COLUMBIA)
) ss:
CITY OF WASHINGTON)

William H. Jeffress, Jr., being duly sworn, deposes and says:

1. I am a principal of Baker Botts ("Baker Botts") which firm maintains offices at 1299 Pennsylvania Ave., NW, Washington, DC 20004.

2. Neither I, "Baker Botts", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "Baker Botts" has represented and advised the Debtor's former CEO, J.T. Battenberg in an SEC investigation and related matters pertaining to the Debtor's business.

4. The Debtors have requested, and "Baker Botts" has agreed, to continue to represent and advise Mr. Battenberg pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code") with respect to such matters.

5. Baker Botts' current fees arrangement is based on hourly rates of \$625.00 for the time of Mr. Jeffress and \$355.00 for the time of Mr. Pattillo. These rates will increase to \$675.00 and \$395.00 respectively, effective January 1, 2006.

6. Except as set forth herein, no promises have been received by Baker Botts or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

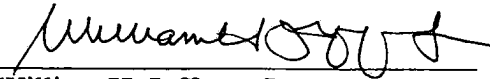
7. Baker Botts has no agreement with any entity to share with such entity any compensation received by Baker Botts.

8. Baker Botts and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Baker Botts does not and will not represent any such entity in connection with these chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

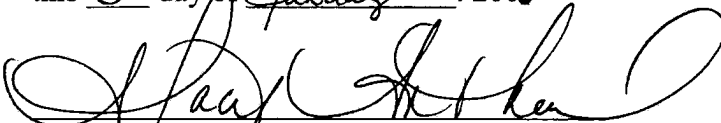
9. Neither I, Baker Botts, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Baker Botts is to be engaged.

10. The foregoing constitutes the statement of Baker Botts pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2106(b).

FURTHER AFFIANT SAYETH NOT


William H. Jeffress, Jr.

Subscribed and sworn before me
this 3 day of January, 2006


Notary Public

STACY M. SOUTHARD
NOTARY PUBLIC, DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES 02/14/08

CERTIFICATE OF SERVICE

William H. Jeffress, Jr., attorney, hereby certifies that on January 19, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

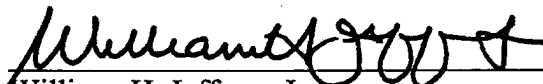
Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

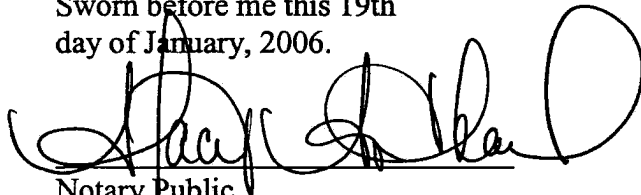
United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Dated: January 19, 2006


William H. Jeffress, Jr.
Baker Botts LLP
1299 Pennsylvania Ave., NW
Washington, DC 20004
202-639-7751

Sworn before me this 19th
day of January, 2006.


Notary Public

STACY M. SOUTHARD
NOTARY PUBLIC, DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES 02/14/08